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14863 - V

SUPPLEMENT TO ASSIGNMENT OF LEASES

SUPPLEMENT NO. 10

INTERSTATE COMMERCE COMMISSION

TO

SCHEDULE 1

ANNEXED TO ASSIGNMENT OF LEASES

DATED AS OF DECEMBER 13, 1985

BY

ACF INDUSTRIES, INCORPORATED

("ASSIGNOR")

TO

FLEET NATIONAL BANK, AS AGENT ("AGENT")

FEB 12 1988 11:15 AM

RECORDATION NO. 14863-1425

WHEREAS, Assignor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule I to the Assignment is hereby amended and supplemented by the addition thereto of the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed (the

"Leases") and Assignor confirms that the Leases are to be covered by and assigned to the Agent pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 10 day of February, 1988.

ACF INDUSTRIES, INCORPORATED

By 

Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By 

Name: BARBARA L. EDMOND
Title: V.P.

By 

Name:
Title: V.P.

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of February, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-4800603
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1985 9/30/89

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of February, 1988, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Road, Old Bethpage, New York 11804, that she is an Assistant Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of February, 1988, before me personally came Patrick F. McAuliffe, to me known, who being to me duly sworn, did depose and say that he resides at 22 Steepletop Rd. Rowayton, CT 06853, that he is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
41129 - 41134	6	\$ 262,254	C214
64831 - 64849	19	\$ 2,757,258	"
64851 - 64863	13		
64865	1		
64867	1		
64869 - 64880	12		
64889	1		
64897	1		
64899 - 64901	3		
64913	1		
64915	1		
64918 - 64919	2		
64921 - 64925	5		
64930	1		
64933	1		
64935	1		
65241	1	447,830	"
65268 - 65272	5		
65274 - 65277	4		
72334 - 72345	12	1,519,128	T055
72347 - 71254	8		
72357 - 72359	3		
72364	1		
72499 - 72511	13	519,532	T105
72390	1	844,917	T106
72393 - 72397	5		
72399 - 72402	4		
72404 - 72410	7		
72281	1	45,675	T108
77363 - 77366	4	213,824	T426
73350 - 77353	<u>4</u>	<u>202,368</u>	T564
Total	142	\$ 6,812,786	